

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**W.R. GRACE & CO., et al.,**

**Debtors.**

**Chapter 11**

**Case No. 01-1139 (KJC)**

**Objection Deadline: July 23, 2013 at 4:00 .m.**

**Hearing: Schedule if Necessary (Negative Notice)**

**COVER SHEET TO EIGHTY-EIGHTH MONTHLY INTERIM APPLICATION OF  
ORRICK, HERRINGTON & SUTCLIFFE LLP, BANKRUPTCY COUNSEL  
TO DAVID T. AUSTERN, ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE, FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES FOR THE TIME PERIOD MAY 1, 2013 THROUGH MAY 15, 2013**

Name of Applicant:	Orrick, Herrington & Sutcliffe LLP ("Orrick")
Authorized to Provide Professional Services to:	David T. Austern, Asbestos PI Future Claimants' Representative (the "FCR") <sup>1</sup>
Date of Retention:	As of February 6, 2006 pursuant to Order entered by the Court on May 8, 2006
Period for which compensation is sought:	May 1, 2013 through May 15, 2013
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$50,324.50

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<sup>1</sup> Mr. Austern died on May 16, 2013. Accordingly, this Application covers the time period from May 1 – May 15, 2013. On May 24, 2013, the Debtors filed a motion seeking the appointment of Roger Frankel as the successor FCR [Dkt. No. 30671]. On May 29, 2013, the Court entered an interim order [Dkt. No. 30681], which was amended on May 30, 2013 [Dkt. No. 30689], and which became final by its terms on June 14, 2013 [Dkt. No. 30756], appointing Roger Frankel as the successor FCR *nunc pro tunc* to May 16, 2013. On June 5, 2013, Mr. Frankel, the successor FCR, filed an application with the Court seeking authority to employ Orrick as his counsel *nunc pro tunc* to May 16, 2013 [Dkt. No. 30718], which application is pending before the Court. Subject to Court approval of the application, Orrick will file a fee application for fees and expenses for services rendered to Mr. Frankel from May 16 – May 31, 2013.

80% of fees to be paid: \$40,259.60

Amount of Expense Reimbursement sought  
as actual, reasonable and necessary: \$ 1,615.38

Total Fees @ 80% and 100% Expenses: \$41,874.98

This is an: \_\_\_\_\_ interim   X   monthly \_\_\_\_\_ final application.

The total time expended for fee application preparation during this time period is 5.90 hours, \$2,465.50 in fees, and \$19.60 in expenses for Orrick's fee applications and 2.90 hours, \$783.00 in fees, and \$1.80 in expenses for the FCR's other professionals' fee applications. Any additional time spent for these matters will be requested in subsequent monthly interim applications.

This is Orrick's eighty-eighth interim fee application for the period May 1-15, 2013. Orrick has previously filed with the Court the following interim fee applications since January 1, 2012:

<u>Interim Period</u>	<u>Fees @ 100%</u>	<u>Fees @ 80%</u>	<u>Expenses @ 100%</u>	<u>Total Fees @ 80% &amp; 100% Expenses</u>
Seventy-Second Interim Period January 1-31, 2012	\$156,083.25	\$124,866.60	\$4,233.85	\$129,100.45
Seventy-Third Interim Period February 1-29, 2012	\$143,730.00	\$114,984.00	\$509.24	\$115,493.24
Seventy-Fourth Interim Period March 1-31, 2012	\$162,735.00	\$130,188.00	\$2,707.78	\$132,895.78
Seventy-Fifth Interim Period April 1-30, 2012	\$143,709.00	\$114,967.20	\$110.10	\$114,977.30
Seventy-Sixth Interim Period May 1-31, 2012	\$179,513.25	\$143,610.60	\$3,284.58	\$146,895.18
Seventy-Seventh Interim Period June 1-30, 2012	\$109,907.50	\$87,926.00	\$2,533.29	\$90,459.29
Seventy-Eighth Interim Period July 1-31, 2012	\$249,687.25	\$199,749.80	\$1,697.47	\$201,447.27
Seventy-Ninth Interim Period August 1-31, 2012	\$176,205.00	\$140,964.00	\$2,175.83	\$143,139.83
Eightieth Interim Period September 1-30, 2012	\$126,686.00	\$101,348.80	\$2,331.17	\$103,679.97
Eighty-First Interim Period October 1-31, 2012	\$210,928.00	\$168,742.40	\$1,960.37	\$170,702.77
Eighty-Second Interim Period Nov 1-30, 2012	\$56,173.00	\$44,938.40	\$1,812.36	\$46,750.76
Eighty-Third Interim Period Dec 1-31, 2012	\$115,850.50	\$92,680.40	\$870.19	\$93,550.59
Eighty-Fourth Interim Period January 1-31, 2013	\$150,602.00	\$120,481.60	\$362.11	\$120,122.69
Eighty-Fifth Interim Period February 1-28, 2013	\$70,710.50	\$56,568.40	\$522.29	\$57,090.69
Eighty-Sixth Interim Period March 1-31, 2013	\$72,632.00	\$58,105.60	\$468.67	\$58,617.47
Eighty-Seventh Interim Period April 1-30, 2013	\$100,893.50	\$80,714.80	\$1,119.76	\$81,834.56

As of July 1, 2013, Orrick has received payments from the Debtors for fees and expenses incurred since January 2012 in the following amounts:

- \$129,100.45 representing 80% of fees and 100% of expenses for January 2012
- \$115,493.24 representing 80% of fees and 100% of expenses for February 2012
- \$132,895.78 representing 80% of fees and 100% of expenses for March 2012
- \$115,078.30 representing 80% of fees and 100% of expenses for April 2012
- \$146,895.18 representing 80% of fees and 100% of expenses for May 2012
- \$90,459.29 representing 80% of fees and 100% of expenses for June 2012
- \$201,447.27 representing 80% of fees and 100% of expenses for July 2012
- \$143,139.83 representing 80% of fees and 100% of expenses for August 2012

- \$103,679.97 representing 80% of fees and 100% of expenses for September 2012
- \$92,509.65 representing 20% holdback of fees for January-March 2012
- \$170,702.77 representing 80% of fees and 100% of expenses for October 2012
- \$46,750.76 representing 80% of fees and 100% of expenses for November 2012
- \$86,334.95 representing 20% holdback of fees for April-June 2012
- \$93,550.59 representing 80% of fees and 100% of expenses for December 2012
- \$110,625.15 representing 20% holdback of fees for July-September 2012
- \$120,122.69 representing 80% of fees and 100% of expenses for January 2013
- \$57,090.69 representing 80% of fees and 100% of expenses for February 2013
- \$58,574.27 representing 80% of fees and 100% of expenses for March 2013

### **COMPENSATION SUMMARY**

**MAY 1-15, 2013**

<b><u>Name of Professional Person</u></b>	<b><u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u></b>	<b><u>Hourly Billing Rate</u></b>	<b><u>Total Billed Hours</u></b>	<b><u>Total Fees</u></b>
Roger Frankel	Partner, 30 years in position; 42 years relevant experience; 1971, Restructuring	\$995	33.70	\$33,531.50
Mary A. Wallace	Of Counsel, 9 years in position; 24 years relevant experience; 1989; Restructuring	\$740	3.80	\$2,812.00
Richard H. Wyron	Partner, 24 years in position; 34 years relevant experience; 1979, Restructuring	\$875	8.80	\$7,700.00
Debra L. Felder	Associate, 11 years in position; 11 years relevant experience; 2002, Restructuring	\$650	5.80	\$3,770.00
Debra O. Fullem	Bankruptcy Research Specialist	\$270	9.30	\$2,511.00
<b>TOTAL</b>			<b>61.40</b>	<b>\$50,324.50</b>
<b>Blended Rate: \$819.62</b>				

**COMPENSATION BY PROJECT CATEGORY****MAY 1-15, 2013**

<b><u>Project Category</u></b>	<b><u>Total Hours</u></b>	<b><u>Total Fees</u></b>
Compensation of Professionals-Orrick	5.90	\$2,465.50
Compensation of Professionals-Other	2.90	\$783.00
Litigation	41.30	\$37,411.00
Retention of Professionals-Other	11.30	\$9,665.00
<b>TOTAL</b>	<b>61.40</b>	<b>\$50,324.50</b>

**EXPENSE SUMMARY****MAY 1-15, 2013**

<b><u>Expense Category</u></b>	<b><u>Total</u></b>
Duplicating	\$1.65
Pacer	\$323.90
Travel-Air Fare (Round-trip coach class travel by R. Frankel from Washington DC to New York on March 28, 2013)	\$835.80
Westlaw	\$454.03
<b>TOTAL EXPENSES</b>	<b>\$1,615.38</b>

Orrick's Client Charges and Disbursements Policy, effective January 1, 2013, is as follows:

a. ***Duplicating*** -- It is Orrick's practice to charge all clients of the Firm for duplicating at the in-house rate of 20¢ per page; however, Orrick has reduced the duplicating cost to 10¢ per page in order to comply with the Local Rules of this Court. This charge includes the cost of maintaining the duplicating facilities and the actual cost involved with respect to the duplication. Color copies are charged at \$1.25 per page.

b. ***Long Distance Telephone and Facsimile Charges*** -- Orrick charges clients for long distance telephone calls but not for local telephone calls. Necessary mobile phone usage is reimbursed to professionals submitting an appropriate bill. Out-going facsimile transmissions are charged at \$1.75 per page, plus any long-distance calling cost, and there is no charge for incoming facsimiles.

c. ***Messenger and Courier Service*** -- It is Orrick's practice to use Federal Express or similar express mail delivery and third-party messenger services only in exigent circumstances (i.e., when needed to meet a deadline or when a next-day response from the recipient was necessary or beneficial to the case) and only when less costly than other available alternatives.

d. ***Overtime*** -- It is Orrick's practice to allow staff and certain paraprofessionals in its Washington D.C. office working more than 3 hours of overtime to charge a meal to the appropriate client at a meal charge of up to \$7.50. It is Orrick's practice to allow professionals and support staff to charge a car service or cab to the appropriate client when working at least 2 hours of overtime. Orrick endeavored not to incur overtime charges unless necessary to benefit the case and in certain exigent circumstances.

e. ***Computerized Research*** -- It is Orrick's practice to use computer-assisted legal research when it is efficient to do so. Use of fee based internet research services is charged at Orrick's cost.

Respectfully submitted,

ORRICK, HERRINGTON & SUTCLIFFE LLP

By: /s/ RICHARD H. WYRON

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Dated: July 3, 2013